

**GREENBRIER
LEASING COMPANY LLC**

RECORDATION NO. 26665-I FILED Greenbrier Leasing Company LLC

FEB 17 '09

10-10 AM

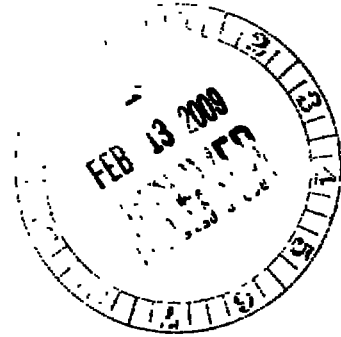
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

SURFACE TRANSPORTATION BOARD

February 12, 2009

VIA FEDERAL EXPRESS

Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001



Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement dated as of February 3, 2009 for Schedule No. 11 dated as of February 3, 2009 and effective as of December 1, 2007, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Master Full Service Railcar Lease dated as of October 12, 2006 and effective June 1, 2006, which was duly filed and recorded on October 17, 2006 and assigned Recordation Number 26665.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: BNSF Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

Three hundred ten (310) 5,161 cubic foot, through-sill triple covered grain hopper railcars marked and numbered AOK 65500 through AOK 65809, inclusive.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Ms. Anne K. Quinlan

February 12, 2009

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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Full Service Railcar Lease for Schedule No. 11 between
Greenbrier Leasing Company LLC, Lessor, and BNSF Railway Company,
Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script that reads "Sheri Clarke Grether".

Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

FEB 17 '09

10-10 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of February 3, 2009, to that certain Master Full Service Railcar Lease dated as of October 12, 2006 and effective as of June 1, 2006, and Schedule No. 11 thereto dated as of February 3, 2009 and effective as of December 1, 2007, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (the "Lessor") and BNSF RAILWAY COMPANY, a Delaware corporation (the "Lessee") and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Full Service Railcar Lease dated as of October 12, 2006 and effective as of June 1, 2006, and that certain Schedule No. 11 thereto dated as of February 3, 2009 and effective as of December 1, 2007 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written;

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER LEASING COMPANY LLC, as Lessor

By:  _____

Name: James T. Sharp

Title: President

BNSF RAILWAY COMPANY, as Lessee

By:  _____

Name: RICHARD A. MARGL

Title: AVP Carload Equipment

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EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Three hundred ten (310)	5,161 c.f. through-sill triple covered grain hopper railcars.	AOK 65500 through AOK 65809, inclusive.